

EXHIBIT 1

JEFFREY N. GORDON

Columbia University Law School
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ACADEMIC APPOINTMENTS

Alfred W. Bressler Professor of Law, Columbia University Law School, 1988- current

Albert E. Cinelli Enterprise Professor of Law, 2006-07

Co-Director, Columbia Center for Law and Economic Studies, 1988- current

Fellow, European Corporate Governance Institute, 2004-current

Bruce W. Nichols Visiting Professor of Law, Harvard Law School, fall 2002

Exchange Faculty Member, Columbia-Oxford Alliance, spring 2010

Professor of Law, New York University Law School, 1982-1988
(starting as assistant professor of law)

COURSES

Mergers and Acquisitions, Foundations of the Regulatory State, Corporations; Corporate Governance, Comparative Corporate Governance, Regulation of Institutional Investors; Corporate Law and Political Economy; Auctions in Corporate Law

PUBLICATIONS

Efficient Markets, Costly Information, and Securities Research, 60 N.Y.U. L. Rev. 761 (1985)
(with Lewis A. Kornhauser).

The Puzzling Survival of the Constrained Prudent Man Rule, in B. Longstreth, MODERN INVESTMENT THEORY AND THE PRUDENT MAN RULE (Oxford Univ. Press 1986).

Takeover Defense Tactics: A Comment on Two Models, 96 Yale L.J. 295 (1986) (with Lewis A. Kornhauser).

The Puzzling Persistence of the Constrained Prudent Man Rule, 62 N.Y.U. L. Rev. 52 (1987) (revision and substantial elaboration of book chapter).

Ties That Bond: Dual Class Common Stock and the Problem of Shareholder Choice, 76 Calif. L. Rev. 1 (1988), condensed version reprinted in L. Bebchuk (ed.), CORPORATE LAW AND ECONOMIC ANALYSIS (Oxford Univ. Press 1990).

The Mandatory Structure of Corporate Law, 89 Colum. L. Rev. 1549 (1989).

Corporations, Markets, and Courts, 91 Colum. L. Rev. 1931 (1991) (analyzing *Paramount Communications, Inc. v. Time Inc.*).

Shareholder Initiative: A Social Choice and Game Theoretic Approach to Corporate Law, U. Cincinnati Law Review Corporate Law Symposium issue, 60 U. Cin. L. Rev. 347 (1991), reprinted in 1992 Corp. Practice Commentator 455.

Institutions as Relational Investors: A New Look at Cumulative Voting, 94 Colum. L. Rev. 124 (1994), reprinted in 1994-1995 Corp. Practice Commentator 455.

Employee Stock Ownership As a Transitional Device: The Case of the Airline Industry, in Darryl Jenkins, ed., HANDBOOK OF AIRLINE ECONOMICS (McGraw-Hill 1995).

Employees, Pensions, and the New Economic Order, 97 Colum. L. Rev. 1519 (1997).

"Just Say Never?" Poison Pills, Deadhand Pills, and Shareholder-Approved Bylaw Amendments," 19 Cardozo L. Rev. 511 (1997), *reprinted in* 1998 Corp. Practice Commentator 1 and 20 Bank & Corp. Gov. Reporter 702 (July 1998).

The Shaping Force of Corporate Law in the New Economic Order, 31 U. Rich. L.Rev.1473 (1997) (George Allen Chair lecture).

Employee Stock Ownership in Economic Transitions: The Case of United Air Lines, 10 J. Applied Corp. Fin. 59 (1998).

Employee Stock Ownership in Economic Transitions: The Case of United Air Lines, different versions published in 3 different conference volumes:

EMPLOYEE REPRESENTATION IN THE EMERGING WORKPLACE:
ALTERNATIVES/SUPPLEMENTS TO COLLECTIVE BARGAINING (Samuel Estreicher, ed.)
(Kluwer Law Press, 1998).

CORPORATE GOVERNANCE: THE STATE OF THE ART AND EMERGING RESEARCH (Klaus
Hopt, Mark Roe & Eddy Wymeersch, eds.) (Oxford Univ. Press, 1998).

EMPLOYEES' ROLE IN CORPORATE GOVERNANCE (Margaret Blair & Mark Roe, eds.) (Brookings
Inst. 1999), Translated into Chinese and published in the Aordo Investment Review, Vol. 4,
2006

Deutsche Telekom, German Corporate Governance, and the Transition Costs of Capitalism, 1998
Colum. Bus. L. Rev. 185.

Individual Responsibility for the Investment of Retirement Savings: A Cautionary View, 64
Brklyn L. Rev. 1037 (1998).

Pathways to Corporate Convergence? Two Steps on the Road to Shareholder Capitalism in
Germany, 5 Colum. J. of European L. 219 (1999) (symposium issue), *reprinted in* 2000
Corporate Practice Commentator 107.

L'actionnariat salarie: l'analyse americaine appliquee a Air France [American Reflections on
Employee Stock Ownership in Air France] in RAPPORT MORAL SUR L'ARGENT DANS LE MONDE
(1999) [The Report on Money and Morals Worldwide].

Poison Pills and the European Case, 54 U. Miami L. Rev. 839 (2000) (symposium issue).

New Merger Accounting Regime on the Way: Let's Hope It Works [Published as *Reviewing The
New Merger Accounting Regime*], New York Law Journal, 7/19/2001, p.1.

What Enron Means for the Management and Control of the Modern Business Corporation: Some
Initial Reflections, 69 U. Chi. L. Rev. 1233 (2002), *reprinted in* Thomas Clarke, ed. Theories of
Corporate Governance (2004).

Das neue deutsche „Anti“-Übernahmegesetz aus amerikanischer Perspektive [An American
Perspective on the New German Anti-takeover Law], 12 *Die Aktiengesellschaft* (December
2002).

Governance Failures of the Enron Board and the New Information Order of Sarbanes-Oxley, 35
U.Conn. L.Rev. 1125 (2003) (symposium issue).

The United Airline Bankruptcy and the Future of Employee Ownership, 7 Employee Rts & Employment Pol. J. 227 (2003) (part of proceedings issue on “Employee Stock Ownership after Enron”).

Convergence on Shareholder Capitalism: An Internationalist Perspective, in Curtis Milhaupt, ed., Global Markets, Domestic Institutions: Corporate Law and Governance in a New Era of Cross-border Deals (2003).

Controlling Controlling Shareholders, 152 U. Penn. L. Rev. 785 (2003) (with Ronald J. Gilson) *reprinted in* 2004 Corporate Practice Commentator.

The International Relations Wedge in the Corporate Convergence Debate, in Jeffrey N. Gordon & Mark J. Roe, eds, CONVERGENCE AND PERSISTENCE IN CORPORATE GOVERNANCE (2004).

CONVERGENCE AND PERSISTENCE IN CORPORATE GOVERNANCE, co-editor with Mark J. Roe (Cambridge Univ. Press 2004) (translated into Chinese).

An American Perspective on Anti-Takeover Laws in the EU: A German Example, in Ferrarini, Hopt, Winter & Wymeersch Hopt, eds., Reforming Company Law in Europe (2004).

Executive Compensation: If There is a Problem, What’s the Remedy? The Case for “Compensation Discussion and Analysis,” 30 J. Corp. Law 675 (2005).

A Remedy for the Executive Pay Problem: The Case for “Compensation Discussion and Analysis,” 17 App. Corp. Fin. 24 (Fall 2005).

The Rise of Independent Directors in the United States, 1950-2005: Of Shareholder Value and Stock Market Prices, 59 Stan. L. Rev. 1465 (2007), *reprinted in* 2008 Corporate Practice Commentator (Recipient of Egon Zehnder prize, European Corporate Governance Institute).

The “Prudent Retiree” Rule: What To Do When Retirement Security Is Impossible?, 11 Lewis & Clark L. Rev. 481 (2007) (symposium).

Proxy Contests in an Era of Increasing Shareholder Power: Forget Issuer Proxy Access and Focus on E-Proxy, 61 Vand. L. Rev. 475 (2008) (symposium).

The Rise of Independent Directors in Italy: A Comparative Perspective, *Rivista Delle Società*, 2008 (conference volume celebrating 50th anniversary).

The Story of *Unocal v. Mesa Petroleum*: The Core of Takeover Law, CORPORATE LAW STORIES (J. Mark Ramseyer, ed.) (2009).

“Say on Pay”: Cautionary Notes on the UK Experience and the Case for Shareholder Opt-in, 46 Harv. J. on Legislation 323 (2009).

Confronting Financial Crisis: The Case for a Systemic Emergency Insurance Fund, 28 Yale J. on Reg. (forthcoming 2011) (with Christopher Muller).

UNPUBLISHED WORKING PAPERS

Toward a Theory of Corporate Recapitalizations (with Lewis Kornhauser) (working paper, Jan. 1990).

Corporate Governance and the Transition Costs of Capitalism (working paper, March 1994).

An International Relations Perspective on Corporate Governance: German Shareholder Capitalism and the European Union: 1990-2000 (Columbia Center for Law and Economic Studies and European Corporate Governance Institute Working Paper) (2003), available at <http://ssrn.com/abstract=374620> .

Economic Nationalism and Corporate Governance: German Shareholder Capitalism in the European Union (working paper, October 2005).

Avoiding Eight-Alarm Fires in the Political Economy of Systemic Risk Management (with Christopher Muller) (Columbia Center for Law and Economic Studies and European Corporate Governance Institute Working Paper, Feb. 2010), available at <http://ssrn.com/abstract=1553880>.

Executive Compensation and Corporate Governance in Financial Firms: The Case for Convertible Equity-Based Pay (Columbia Center for Law and Economic Studies and European Corporate Governance Institute Working Paper, July 2010), available at <http://ssrn.com/abstract=1633906>.

WORKS IN PROGRESS

The Contestable Claims of Shareholder Wealth Maximization: Evidence from the Airline Industry (working paper, 2007) (under revision).

The Berle-Means Corporation of the 21st Century (co-author with John Armour, expected completion 2011).

The Rise of Independent Directors in Corporate Governance Systems throughout the World (expected completion 2011).

THE LAW AND FINANCE OF CORPORATE ACQUISITIONS (joining Gilson, Black, Coates, and Whitehead as co-author on 3d edition, expected completion 2011).

FOUNDATION GRANTS

Sloan Foundation, 2000-2006 (individual investigator grant in support of empirical project on shareholder wealth maximization)

ACADEMIC PRIZES

Egon Zehnder prize, European Corporate Governance Institute, 2007 (for the best paper "on company boards and their role in corporate governance," awarded for *The Rise of Independent Directors in the United States, 1950-2005: Of Shareholder Value and Stock Market Prices*, 59 Stan. L. Rev. 1465 (2007)).

SELECTED ACADEMIC CONFERENCES AND SEMINARS

1980-1989

Conference on Commercial Banks and the Securities Industry -- Is the Glass-Steagall Act an Anachronism in the 1980's? (Salomon Brothers Center for the Study of Financial Institutions Nov. 1984) ("Conflicts of Interest: The Need for a Broader View").

Univ. of Pennsylvania Law and Economics Institute (February 1985) (draft of "Efficient Markets" paper).

Conference on Modern Investment Theory and the Prudent Man Rule (Salomon Brothers Center for the Study of Financial Institutions November 1986) ("Points of Restraint and Conflict in the Application of the Prudent Man Rule to Contemporary Investment Problems").

Conference on the Economics of Corporate and Capital Markets Law (Harvard Law School Nov. 1986) (draft of "Dual Class Common Stock" paper).

Harvard Law School Law and Economics Workshop (April 1988) (early draft of "Mandatory Structure of Corporate Law" paper).

Conference on Contractual Freedom in Corporate Law (Columbia Univ. Law School Dec. 1988) (organizer of conference; also presented revised draft of "Mandatory Structure" paper; symposium based on conference was published as November 1989 issue of Columbia Law Review).

Univ. of Michigan Law and Economics Workshop (February 1989) (further revised draft of "Mandatory Structure" paper).

Univ. of Chicago Law and Economics Workshop (April 1989) (same).

Tel Aviv Univ. Conference on Legal Theory (May 1989) (draft of "Duties and Markets" paper).

American Association of Law Schools Annual Meeting, Section on Business Associations (January 1990) (draft of "Toward a Theory of Corporate Recapitalizations") (with Lewis A. Kornhauser).

1990-1999

Georgetown Univ. Law and Economics Workshop (October 1990) (draft of "Corporations, Markets, and Courts").

Univ. of Cincinnati Corporate Law Symposium (March 1991) (draft of "Shareholder Initiative" paper).

Conference on "The Future of Corporate Governance," (Columbia Univ. Law School, May 1991) (organizer of conference, also presented comments on "Are There Limits for the Institution as Shareholder?").

Conference on "Relational Investing," (Columbia Institutional Investor Project, May 1993) (draft of "Cumulative Voting Paper").

"Delaware Goes to the Movies -- Recent Legal Developments in Mergers and Acquisitions" (Columbia Law and Economics Center, March 1994) (conference organizer and presenter).

Univ. of Toronto Law and Economics Workshop (March 1994) ("Corporate Governance and the Transition Costs of Capitalism" working paper).

Univ. of Pennsylvania Law and Economics Institute (April 1995) (draft of "Employee Stock Ownership as a Transitional Device").

Boston Univ. Law School Faculty Workshop (November 1995) (draft of "Employee Stock Ownership as a Transitional Device").

Conference on "Employees in Corporate Governance" (Columbia Law School Sloan Project, November 1996) (draft of "Employee Stock Ownership in Economic Transitions: The Case of United Air Lines").

Conference on "Cross Border Views of Corporate Governance" (Columbia Law School Sloan Project/L'Ecole Polytechnique Federale, March 1997) (draft of "Deutsche Telekom, German Corporate Governance, and the Transition Costs of Capitalism").

Conference on Comparative Corporate Governance (Max Planck Institute/Columbia Law School Sloan Project) (May 1997) (draft of Employee Ownership/United Air Lines paper).

Conference on New Trends in Labor Law (NYU Law School) (May 1997) (draft of Employee Ownership/United Air Lines paper).

Conference on Warren Buffet (Cardozo Law School, October 1997) ("Just Say Never? Poison Pills, Deadhand Pills, and Shareholder-Approved Bylaw Amendments").

Conference on "Is Corporate Law Converging?" (Columbia Law School Sloan Project, December 1997) (co-organizer).

Allen Chair Lecture, T.C. Williams Law School, Univ. Of Richmond (April 1997) ("The Shaping Force of Corporate Law in the New Economic Order").

Conference on Comparative Corporate Law (University of Frankfurt/Columbia Law School, May 1998) (draft of "Two Steps on the Road to Shareholder Capitalism in Germany").

Univ. of Michigan Law and Economics Workshop (December 1998) (draft of "Two Steps on the Road to Shareholder Capitalism in Germany").

Bressler Chair Inaugural Lecture, Columbia Univ. Law School (December 1998) ("Corporate Law in the New Political Economy").

Univ. of San Diego Law School Political Economy Workshop (November 1999) (draft of "The Contestable Claims of Shareholder Wealth Maximization: Evidence from the Airline Industry").

2000-2006

Univ. of Southern California Law and Economics Workshop (February 2000) (draft of "The Contestable Claims of Shareholder Wealth Maximization: Evidence from the Airline Industry").

Columbia-NYU Law and Economics Workshop (November 2000) (same).

University of Virginia Law and Economics Workshop (February 2001) (same).

Vanderbilt Univ. Law and Economics Workshop (February 2001) (same).

University of Pennsylvania Law and Economics Workshop (March 2001) (same).

University of California at Berkeley Law and Economics Workshop (April 2001) (same).

Conference on “Corporations as Producers and Distributors of Rents” (Georgetown-Sloan Project on Business Institutions, October 2001) (Shareholder wealth maximization paper).

Conference on “Global Markets, Domestic Institutions” (Columbia & Center for International Political Economy, October 2001, April 2002) (“Corporate Governance and Transnational Integration: The Evolution of German Shareholder Capitalism in the 1990s”).

Univ. of Chicago Conference on “Management and Control of the Modern Business Corporation” (February 2002) (“What Enron Means for the Management and Control of the Modern Business Corporation: Some Initial Reflections”).

Boston Univ. Law and Economics Workshop (April 2002) (German shareholder capitalism paper).

German Investor Relations Conference (April 2002) (Frankfurt) (“The Intended And Unintended Consequences of Germany’s New Antitakeover Law”) (keynote speech).

Annual meeting of American Law and Economics Association (May 2002) (refereed selection process) (Shareholder wealth maximization paper, German shareholder capitalism paper).

Harvard Law School Faculty Workshop (November 2002) (“An International Relations Perspective on Corporate Governance: German Shareholder Capitalism and the European Union:1990-2000”).

Univ. of Connecticut Conference on “Crisis in Confidence: Corporate Governance and Professional Ethics Post-Enron” (November 2002) (“Governance Failures of the Enron Board and the New Information Order of Sarbanes-Oxley”).

American Ass’n of Law Schools Annual Meeting, section on Pensions and Employment Benefits (January 2003) (“Has Employee Ownership failed at United Airlines?”).

Columbia Law School Faculty Workshop (January 2003) (“Economic Nationalism and Corporate Governance: German Shareholder Capitalism and the European Union, 1990-2000”).

Univ. of Pennsylvania Symposium on Corporate Control Transactions (February 2003) (“Controlling Controlling Shareholders: New Limits On the Operate, Sale of Control and Freeze-Out Alternatives”).

Cornell Law School Conference on “Enron and the Future of U.S. Corporate Law and Policy” (February 2003) (Blame Delaware?: The Delaware Law Roots of the Corporate Governance Crisis).

Univ. of Toronto Law and Economics Workshop (March 2003) (“Economic Nationalism and Corporate Governance: German Shareholder Capitalism and the European Union, 1990-2000”).

Univ. of Pennsylvania Law School Roundtable on “Mergers of Equals” (April 2003).

Yale Law School Roundtable on “Recent Legally Induced Changes in Corporate Governance: Necessity and Effectiveness” (May 2003).

Conference on “A Modern Regulatory Framework for Company and Takeover Law in Europe – The Corporate Governance and Takeover Recommendations of the High Level Group of Company Law Experts to the European Commission”. (Syracuse, Sicily, May 2003) (“An American Perspective on Anti-Takeover Laws in the EU: A German Example”).

Annual meeting of American Law and Economics Association (September 2003) (refereed selection process) (Comparative US/European Anti-Takeover Laws paper)

Fordham Law School Corporate Law Conference (November 2003) (“Boards”).

Korea Development Institute Conference on Corporate Governance and Capital Markets in Korea (December 2003) (Seoul, Korea) (“Boards: How a Korean Comparison Clarifies Understanding”).

Univ. California Berkeley Law and Economics Workshop (April 2004) (“The Mechanisms of Board Independence”).

Columbia Law School Conference on Law, Finance, and Political Economy (April 2004) (co-organizer, with Katharina Pistor).

Columbia Law School Conference on Executive Compensation (October 2004) (co-organizer) (“Executive Compensation: Puzzles, Questions and the Search for the Appropriate Remedy”).

Harvard Law School Conference on EU Corporate Law-Making (October 2004) (“Economic Nationalism and Corporate Governance: German Shareholder Capitalism in the European Union”).

Stanford Law and Economics Workshop (April 2005) (“Boards”).

Yale Law School Conference on Reassessing Director Elections (October 2005) (“Rethinking Cumulative Voting”).

Washington Univ. Law School Conference on Corporate Governance (September 2005) (“Executive Compensation: The Case for ‘Compensation Discussion and Analysis’”).

Georgetown Law School Conference on Corporate Governance (October 2005) (“The Rise of Independent Directors”).

Columbia Law School Faculty Workshop (February 2006) (“The Rise of Independent Directors”).

University of Lisbon Faculty of Law Securities Law Institute (March 2006) (“The Case of Strengthening the Role of Independent Directors in Portuguese Corporate Governance”).

Columbia Law School Conference on the Law and Economics of Contracts (April 2006) (co-organizer).

York Univ. Business School, Toronto (April 2006) (“Executive Compensation”; “Rise of Independent Directors”).

Lewis and Clark Law School Conference on “Baby-Boomer” Retirement (September 2006) (“Is Retirement Security Possible?”)

Columbia Law School Conference on “The Structure of the Corporation” (Nov. 2006) (organizer and paper presenter).

Rivisti Delle Societa 50th Anniversary Celebration (Nov. 2006) (“What Accounts for the Rise of Independent Directors in the United States?”).

2007

AALS Section on Business Law (January 2007) (“Stock Market Prices and Independent Directors,” paper selected in refereed process).

Columbia Law School conference on Hedge Funds (February 2007) (“The Effect of Informative Stock Prices on the Role of the Board”).

Univ. of Virginia Law and Finance conference (“Stock Market Prices and Independent Directors”).

American Law and Economic Association Annual Meeting (area organizer) (May 2007).

Stanford-Yale Junior Faculty Forum (area organizer and commentator) (May 2007).

Yale School of Organization and Management conference on “Short-Termism” (June 2007).

Columbia Law School conference marking the 75th Anniversary of the Publication of Adolph A. Berle's and Gardiner Means' *The Modern Corporation and Private Property* (co-organizer, co-author of "The Berle-Means Corporation of the 21st Century").

2008

Vanderbilt Law School workshop (February 2008) ("Issuer Proxy Access and E-Proxy Alternatives").

Fordham Law School workshop (February 2008) ("Berle-Means Corporation of the 21st Century").

American Law and Economic Association Annual Meeting (program co-chair) (May 2008).

Univ. of Pennsylvania Corporate Law and Economics Workshop (November 2008) ("Berle-Means Corporation of the 21st Century").

Georgetown Univ. Law School Faculty Workshop (Nov. 2008) ("Berle-Means Corporation of the 21st Century").

2009

Cambridge Univ. Center for Corporate and Commercial Law, Conference on Ownership and Control (January 2008) ("Berle-Means Corporation of the 21st Century").

Vanderbilt Law School, Conference on the Future of Federal Regulation of Financial Markets, Shareholder Litigation and Corporate Governance (March 2009) ("Cautionary Lessons from the Financial Crisis about Executive Compensation and Corporate Governance").

IMBEC & St. Gallen Univ. (Sz) Foundation for Law and Economics, Conference on Capital Market Regulation and International Standards in Brazil, the US, the EU and Switzerland (Sao Paulo, April 2009) (Current Developments on the US Mergers Landscape).

Transatlantic Corporate Governance Dialogue (under the auspices of the SEC and the EU) (Washington, DC September 2009) (The Government as Owner/Investor in the United States).

NYU Law School Conference on Executive Compensation (October 2009) ("Say on Pay' in Executive Compensation").

George Washington Univ. Law School, Conference on Regulatory Response to the Financial Crisis (October 2009) ("An International Perspective on Regulatory Initiatives for Executive Compensation").

Univ. of Virginia Law School workshop (November 2009) (“Avoiding Eight-Alarm Fires in the Political Economy of Systemic Risk Management”).

Harvard Law School workshop (November 2009) (“Avoiding Eight-Alarm Fires in the Political Economy of Systemic Risk Management”).

2010

AALS Annual Meeting, Section on Business Associations (January 2010) (“Corporate Governance Reform in Financial Firms”).

AALS Annual Meeting, Section on Financial Institutions (January 2010) (“Avoiding Eight-Alarm Fires in the Political Economy of Systemic Risk Management”) (refereed selection).

Columbia Law School Faculty Workshop (February 2010) (“Avoiding Eight-Alarm Fires in the Political Economy of Systemic Risk Management”).

Vanderbilt Conference on Executive Compensation (February 2010) (Comment on “The European Response to Bankers’ Pay”).

Co-organizer, Columbia Law School Conference on The Financial Crisis: Can We Prevent a Recurrence? (March 2010).

Univ. of Connecticut Conference on Regulating Risk (April 2010) (“Confronting Financial Crisis: the Case for a Systemic Emergency Insurance Fund”).

Univ. of Delaware Roundtable on the Government as Shareholder (April 2010) (“Government and Governance”).

Univ. of Oxford Law Faculty Workshop (May 2010) (“Confronting Financial Crisis”).

Columbia-Univ. of Tokyo Symposium on Mergers and Acquisitions and the Law (June 2010) (“Legal and Structural Barriers to M&A around the World: An Empirical Assessment”).

Vanderbilt Conference on Shareholder Litigation (October 2010) (Comment on “Is Delaware Losing Its Cases?”).

Univ. of Pennsylvania Law School Faculty Workshop (October 2010) (“Confronting Financial Crisis”).

Transatlantic Corporate Governance Dialogue (under the auspices of the SEC and the EU) (Brussels, October 2010) (“Resolution Failing Financial Firms: Alternative Approaches”).

Conference on Empirical Legal Studies (November, 2010) (Comment on “Corporate Financial and Investment Policies in the Presence of a Blockholder on the Board”).

Columbia Law School Faculty Workshop (November 2010) (“Executive Compensation and Corporate Governance in Financial Firms”).

SELECTED PRACTITIONER PRESENTATIONS

Univ. of Miami Mergers & Acquisition Institute (February 2000).

Fried, Frank, Harris, Shriver & Jacobsen (April 2001).

On-Line Moderator, Law.com seminars on mergers and acquisitions (spring 2001).

Columbia Law School London CLE program (June 2001).

Cleary Gottlieb Steen & Hamilton CLE program (November 2004).

ALI-ABA CLE program (December 2004).

NY Society of Securities Analysts (February 2007).

Brazilian Institute on Business Law (February 2007).

Conference Board annual conference on Executive Compensation (June 2007).

Baruch College seminar series on Corporate Governance (June 2007).

Institutional Investor Education Foundation conference on Institutional Activism (December 2008).

NYU Center for Labor & Employment Law, conference on New Initiatives in Regulating Executive Compensation (October 2009).

TIAA-CREF and National Association of Corporate Directors (NY Chapter) conference on “Say on Pay” (October 2009).

SELECTED SHORT PRACTITIONER-ORIENTED ARTICLES

Reviewing The New Merger Accounting Regime, New York Law Journal, 7/19/2001, p.1.

GOVERNMENT TESTIMONY

Securities Exchange Commission, Hearings on Dual Class Common Stock, December 1986.

SEC COMMENT LETTERS

Comment Letter filed on SEC Money Market Fund Proposal, September 2009.

OTHER PROFESSIONAL ACTIVITIES

Member, American Law Institute.

Advisor to Restatement (Third) of Trusts: Prudent Investor Rule (ALI Project).

Director, American Law and Economics Society, 2008-2011.

Member, Securities Law Committee, Association of the Bar of the City of New York, 2001-04.

Member, Columbia Univ. Advisory Committee on Socially Responsible Investing, 2002- 2004 (Chair, Spring 2004).

Member, Corporate Law Committee, Association of the Bar of the City of New York, 1986-89.

Secretary, Ad Hoc Committee on Corporate Takeover Legislation, Association of the Bar of the City of New York, 1988-90.

Chair, Section on Business Associations, American Association of Law Schools, 1989.

Chair, Section on Law and Economics, American Association of Law Schools, 2000.

Program Co-Chair, American Law and Economics Association 2008 Annual Meeting, 2008.

Board of Directors, Americans Law and Economics Association, 2008-2011.

PRIOR EMPLOYMENT

1982-1988, Assistant Professor through Professor of Law, New York University.

1979-1981, attorney in U.S. Treasury Department, Washington, D.C. Attorney-advisor in office of Assistant General Counsel (Domestic Finance); Special Assistant to the General Counsel. Exceptional Service Award, Dep't of Energy. Major project areas: Chrysler, synfuels, and NYC

loan guarantee programs; drafting of financial institutions deregulation legislation; oversight of CFTC regulation of financial futures trading.

1976-1979, associate at Cleary, Gottlieb, Steen & Hamilton, New York, New York. Corporate and securities litigation and negotiation; general appellate practice.

1975-1976, law clerk to the Hon. William E. Doyle, U.S. Court of Appeals, 10th Cir., Denver, Co.

Summer, 1974, summer associate at Wilmer, Cutler & Pickering, Washington, D.C.

Summer 1973 and 1971-1972, newspaper reporter, Rocky Mountain News, Denver, Co.

EDUCATION

Harvard Law School, Cambridge, Mass., J.D. magna cum laude 1975.

Senior articles editor, Harvard Civil Rights-Civil Liberties Law Review (Vol. 10).

Tutor in Law, Adams House in Harvard College.

Yale University, New Haven, Conn., B.A. magna cum laude 1971.

Phi Beta Kappa; Managing Board, Yale Daily NEWS; John Spangler Nicholas Prize

PERSONAL

Born June 18, 1949 in Richmond, Va.

Bar Admissions: New York, November, 1977; District of Columbia, January 1981

Member, NYC Bar Ass'n; Am. Bar Ass'n; Am. Econ. Ass'n, Am. Law & Econ. Ass'n

Listed in Who's Who in America